

LENNOX & ADDINGTON HORTICULTURAL SOCIETY

BY LAWS

ADOPTED DECEMBER 11, 2024

President:

Brad King

Brad King

Secretary:

Mike Condra

Mike Condra

Treasurer:

Trish Rodda

Trish Rodda

Dated:

December 11, 2024

LENNOX AND ADDINGTON HORTICULTURAL SOCIETY

BY LAWS

BY-LAW 1 – INTERPRETATION

In the By-Laws and in the Constitution of the Society, unless the context specifies or requires otherwise:

- 1.1 "Act" means the Agricultural and Horticultural Organizations Act, R.S.O. 1990 Chapter A.9 as amended from time to time and every statute that may be substituted thereafter;
- 1.2 "Society" means the Lennox and Addington Horticultural Society;
- 1.3 "Audit" means an examination of the financial records by Financial Review;
- 1.4 "Financial Reviews" are conducted by independent persons at least once a year, in accordance with generally-accepted accounting principles.
- 1.5 "Board" means the Executive Board of the Society (namely the President, Past-president, Secretary and Treasurer) and the elected Directors.
- 1.6 "AM" means the Annual Meeting, open to all members of the Society.
- 1.7 "Meeting" means a gathering of members and/or the Board, either in-person or remotely using electronic means, provided such means allow all in attendance (i) to hear and read pertinent information, (ii) to address the meeting and (iii) to vote.

BY-LAW 2 – MEMBERSHIP

- 2.1 Any person may join the Society by paying the annual fee.
- 2.2 The annual membership fee shall be set at the discretion of the Board at the beginning of each membership year.
- 2.3 Except as otherwise provided in the by-laws of the Society, a partnership or corporation or an association directed towards horticultural interest may become a member of the Society upon payment of the annual fee and shall designate one person to exercise the privilege of membership in the Society.
- 2.4 Junior Membership:
 - a) shall be open to individuals between six and 17 years of age inclusive.
 - b) Junior members shall not be eligible to vote on matters related to the Society.
 - c) Junior members shall pay an annual membership fee as set by the Board at the beginning of each membership year.

- 2.5 On the recommendation of the Board of Directors, Lifetime Membership in the Society may be granted to members who have given exemplary service to the Society.
- 2.6 The membership year shall be from November 1st to October 30th of the following year.

BY-LAW 3 – ADMINISTRATION

- 3.1 The EXECUTIVE BOARD shall consist of the Officers of the Society, together with the Directors
- 3.2 Where there is a Past-President of the Society, the Past-President will be an ex-officio member of the Board with voting rights.
- 3.3 The Officers of the Society shall be the President, Vice-President, Past-President, Treasurer, and Secretary, if the occupiers of these roles are members in good standing.
- 3.4 The Officers of the Society shall transact the business of the Society between meetings of the Board.
- 3.5 Non-attendance by any member of the Board for three (3) consecutive meetings of the Board without good reason shall be deemed reason for the Board to ask that member for their resignation from the Board.
- 3.6 No expenses in excess of \$200 will be paid without Board approval with the exception of fees and rent and other expenses approved in the annual budget.
- 3.7 No compensation shall be paid to a director, officer, or member of the Society, for activities related to the operation of the Society. Out-of-pocket and other reasonable expenses incurred by a director, officer, or member in the performance of his or her duties may be paid on the approval of the Board and when written receipts have been furnished by the member involved.

BY-LAW 4 – ELECTION/APPOINTMENT OF OFFICERS AND AUDITOR

- 4.1 The Directors shall be elected at the AM.
- 4.2 The Officers of the Society shall be elected at the AM or appointed by the elected Board at the first Board meeting after the AM.
- 4.3 The Officers and Directors shall hold office until the next AM and shall be eligible for immediate re-election, if they remain members in good standing.
- 4.4 When a vacancy occurs on the Board, the remaining members of the Board may appoint any member of the Society to complete the remaining term of the position.

BY-LAW 5– DUTIES OF OFFICERS AND DIRECTORS

5.1 The President:

- a) Shall preside at all General Meetings and meetings of the Board and decide all questions of order.
- b) Shall prepare an agenda for each meeting.
- c) Shall represent the Society at public meetings

5.2 The Vice-president shall be vested with all powers and perform all duties of the President in the President's absence.

5.3 The Past-president shall be vested with all powers and perform all duties of the President in the absence of both the President and Vice-president

5.4 The Secretary:

- a) shall attend all meetings of the Board and Society and make a record of all proceedings. Since emails are commonly sent to the President, he/she may respond directly if appropriate
- b) shall be responsible for the safe keeping of the Minutes, the Constitution and By- Laws and amendments thereto.
- c) shall keep a record of all current members of the Society.

5.5 The Treasurer

- a) shall have the care and custody of all funds and securities of the Society.
- b) shall carry out all financial transactions under the direction of the Board (see Bylaw 13.2)
- c) shall report monthly to members as to the financial status of the Society
- d) shall keep records of the Society's accounts and present these to the Board as directed;
- e) Shall present the records for independent financial review annually
- f) in collaboration with the President and any other designated officer(s) shall prepare an annual budget and present this to the Board for approval.

BY-LAW 6 – COMMITTEES

6.1 All committees established by the board shall normally be chaired by a Director

BY-LAW 7 – FISCAL YEAR AND MEMBERSHIP YEAR

7.1 The Society's fiscal year shall be from November 1st to October 30th of the following year.

7.2 The Society's membership year shall be from November 1st to October 30th of the following year.

7.3 Unpaid members shall be removed from the membership list after 90 days

BY-LAW 8 – QUORUMS AND VOTING

8.1 One half (½) of the members of the Board shall constitute a quorum at Executive meetings.

8.2 At least fifteen (15) of the voting members of the Society shall constitute a quorum at a General Meeting conducted in person or virtually.

8.3 At least fifteen (15) of the members of the Society shall constitute a quorum at an Annual Meeting conducted in person or virtually.

8.4 Votes on motions may be cast in person or via web conferencing (e.g. ZOOM).

BY-LAW 9 – BOARD OF DIRECTORS MEETINGS

9.1 Board of Directors meetings will usually be held four (4) times per year, in an accessible facility. All members of the Society may attend Board of Directors meetings as non-voting observers.

9.2 Meetings of the Board shall be called by the President or by the Secretary upon the direction of the President or of any three members of the Board by sending notice thereof to all the members of the Board at least seven (7) days before the time fixed for the meeting.

BY-LAW 10 – GENERAL MEMBERSHIP MEETING

10.1 The regular meeting of the membership shall be held (online or in person) monthly as determined by the Board excluding the months of July and August.

BY-LAW 11 – ANNUAL MEETING

11.1 The AM of the Society shall be held in November of each year, at such time and place as the Board determines.

11.2 At least two (2) weeks' notice of the AM shall be provided to all members by publication in a newspaper of general circulation, via information on the Society's website or via email to members.

11.3 At every AM, an audited Financial Statement for the previous year of receipts and expenditures and a Statement of Assets and Liabilities, certified by the appointed auditors shall be presented.

11.4 At each Annual Meeting the President shall present a report of the activities of the Society during the previous year.

11.5 At each Annual Meeting the auditor for the following fiscal year will be chosen by the Treasurer and approved by the general membership in attendance.

BY-LAW 12 – SPECIAL MEETINGS

12.1 Purpose A Special Meeting may be called to discuss and make decisions regarding a specific topic or issue of concern.

12.2 Special Meeting of members may be called by any member of the Society

12.3 At least two (2) weeks' notice of the Special Meeting shall be provided to all members by publication in a newspaper of general circulation, via information on the Society's website or via email to members

12.4 The agenda for a Special Meeting shall consist solely of the item/matter for discussion in the notice of the meeting.

BY-LAW 13 – EXECUTION OF DOCUMENTS

13.1 The President or Vice-President, together with the Secretary or Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Society.

13.2 Two (2) bank-authorized signatures are required on each cheque issued.

13.3 The names of the signing officers shall be recorded in the minutes of the Society.

BY-LAW 14 – NOMINATIONS

14.1 The Nominating Committee shall be chaired by the Past-president and shall be composed of the Past-president, one Board member, and one member-at-large.

BY-LAW 15 - AWARDS

15.1 The Board of the Society may determine the awarding of prizes for products at an exhibition of the Society.

15.2 Awards may be given to members for outstanding contributions to the Society.

BY-LAW 16 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

16.1 Every Director and Officer of the Society, and his or her heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society only from and against:

a) all costs, charges and expenses whatsoever such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commences or prosecuted against him or her for or in respect of any deed, act, matter or thing

whatsoever made, done or committed by him or her, in or about the execution of the duties of his or her office;

b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Society; except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Society. The Society may provide insurance to cover this liability of the Society.

BY-LAW 17 – RULES OF ORDER

- 17.1 Robert's Rules of Order shall govern proceedings at all meetings of the Society. If the rules of order conflict with the By-Laws, the latter shall prevail.
- 17.2 The By-Laws shall be amended only by a majority vote at a general meeting or at a special meeting called for that purpose.
- 17.3 Proposed amendments to the By-Laws must be made available to all current members of the Society at least two (2) weeks before the meeting at which they are to be discussed.

SUBJECT TO THESE RULES, the Board has the power to act on behalf of the Society in all matters.

Original Document

A copy of the Constitution and By-Laws, signed by a member of the executive will reside in the permanent records of the Lennox and Addington Horticultural Society